### FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0076

Expires:

July 31, 2008

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**OMB APPROVAL** 

JUL I 6 YOUR

SEC

Mail Processing

Section

Weshington, UC

# FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix	<u> </u>	Serial				
	DATE RECEI	VED				

cate change.)					
Section 4(6)	ULOE				
te change.)					
Telephone Num 617-395-8121					
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)  Telephone Num					
	<b>DD</b> -				
other (please spec	ROCESSED				
	Estir <b>THOMSON REUTERS</b>				
	Telephone Num 617-395-8121 Telephone Num				

#### General Instructions

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	···		A. BASIC IDENT	IFICATION DATA					
2. Enter th	<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> </ul>								
•	<ul> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> </ul>								
•	<ul> <li>Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and</li> </ul>								
•	Each general ar	nd managing pa	artnership of partnershi	p issuers.					
Check Box(es	) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	✓ General and/or Managing Partner			
Full Name (La North & We	ist name first, if indi bster, LLC	vidual)							
	tesidence Address achusetts Avenu		and Street, City, State, Zi MA 02138	p Code)					
Check Box(es		Promoter	☐ Beneficial Owner	Executive Officer of General Partner	Director	General and/or Managing Partner			
Full Name (La Samuel A. I	ist name first, if indi Kidston	vidual)							
	Residence Address Webster, LLC, 1	(Number 1430 Massachi	and Street, City, State, Zi usetts Avenue, Camb	p Code) ridge, MA 02138		,,,,,			
Check Box(es		Promoter	⊠ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner			
Mank, Edwa									
	tesidence Address Ichusetts Avenu		and Street, City, State, Zi MA 02138	p Code)					
Check Box(es		Promoter	🗵 Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner			
Hawley, Th									
	lesidence Address e Street, Norwoo		and Street, City, State, Zi	p Code)					
Check Box(es		Promoter	⊠ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner			
Himmelsba	ist name first, if indi ch, Donald E.	, 							
	lesidence Address Avenue, Needha		and Street, City. State, Zi	p Code)					
Check Box(es		Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner			
Lin, Michae		,		,					
	lesidence Address reet, Apt. 12E, N		and Street, City, State, Zi, 0022	p Code)					
Check Box(es		Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
(**)	ist name first, if indi								
Business or R	esidence Address	(Number	and Street, City, State, Zi	p Code)					
Check Box(es		Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner			
5-37 ( )	st name first, if indi	, 							
Business or R	esidence Address	(Number	and Street, City, State, Zi	p Code)					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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<del></del>	B. INFORMATION ABOUT OFFERING		
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No
١.			$\boxtimes$
^	Answer also in Appendix, Column 2, if filing under ULOE.	œ	F0 000
2.	What is the minimum investment that will be accepted from any individual?		50,000
3.	Does the offering permit joint ownership of a single unit?	Yes ⊠	No □
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
	ll Name (Last name first, if individual)		
	siness or Residence Address (Number and Street, City, State, Zip Code)		
	me of Associated Broker or Dealer		
	ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers heck "All States" or check individual States)	 ⊒ All Si	tatoe
(C) [AL] [IL] [MT] [RI]	[AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FI] [GA] [HI] [GA] [HI] [MI] [MI] [MI] [MI] [MI] [MI] [MI] [M		[ID] [ [MO] [ [PA] [ [PR] [
	ll Name (Last name first, if individual) ि । ।		
	siness or Residence Address (Number and Street, City, State, Zip Code)		
-	me of Associated Broker or Dealer पा ।		
	ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers neck "All States" or check individual States)	☐ All Si	tates
(AL) [IL] [MT] [RI]	[AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FI] [GA] [HI] [GA] [HI] [MI] [MI] [MI] [MI] [MI] [MI] [MI] [M		[ID] [ [MO] [ [PA] [ [PR] [
	ll Name (Last name first, if individual)		
	siness or Residence Address (Number and Street, City, State, Zip Code)		
1,11	me of Associated Broker or Dealer		
	ttes in Which Person Listed Has Solicited or Intends to Solicit Purchasers neck "All States" or check individual States)	J All S	tates
(AL) [IL] [MT] [RI] [RI]	[AK]	\ \( \) \( \	[ID] [MO] [PA] [PR] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$11111	\$ <u>           </u>
	Equity	\$1111	\$ <u>           </u>
	☐ Common ☐ Preferred	* <u></u>	<u> </u>
	Convertible Securities (including warrants)	\$ <u>           </u>	\$ <u>                                     </u>
	Partnership Interests	\$250,000	\$ <u>250,000</u>
	Other (Specify)	\$ <u>           </u>	\$ <u>           </u>
	Total	\$250,00 <u>0</u>	\$ <u>250,000</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	4	\$ <u>250,000</u>
	Non-accredited Investors		\$ <u>           </u>
	Total (for filing under Rule 504 only)		\$ <u>                                      </u>
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
		Type of	Dollar Amount
	Type of offering	Security	Sold
	Rule 505		\$ <u>           </u>
	Regulation A		\$ <u>                                      </u>
	Rule 504		\$ <u>                                     </u>
	Total		Ψ <u>ι ι ι ι ι</u>
4.	Furnish a statement of all expenses in connection with the assuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		] \$ <u>0</u>
	Printing and Engraving Costs		] \$ <u>0</u>
	Legal Fees		₹ \$ <u>15,000</u>
	Accounting Fees		] \$ <u>0</u>
	Engineering Fees.		] \$ <u>0</u>
	Sales Commissions (specify finders' fees separately)		] \$ <u>0</u>
	Other Expenses (identify)		□ \$ <u>0</u>
	Total		] \$ <u>0</u>
	a. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		
			\$ <u>235,000</u>

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C. OFFERING PR	ICE, NUMBER OF INVESTORS, EXPENSES AND L	JSE OF	PROCEEDS		
used for each of the purposes shown estimate and check the box to the lef	isted gross proceeds to the issuer used or proposed to the amount for any purpose is not known, furnish to fithe estimate. The total of the payments listed must be the issuer set forth in response to Part. C- Question	an st			
			Payments to Officers, Directors, & Affiliates	Payments To Others	
Salaries and fees		. 🗌 \$ <u>0</u>	<u>)</u>	□ \$ <u>0</u>	
Purchase of real estate		. 🔲 💲	)	□ \$ <u>0</u>	
Purchase, rental or leasing and i	nstallation of machinery and equipment	. 🔲 💲	)	□ \$ <u>0</u>	
Acquisition of other business (inc	ouildings and facilities cluding the value of securities involved in this offering r the assets or securities of another issuer pursuant	. 🔲 \$ <u>0</u>	)	☐ \$ <u>0</u>	
		. 🔲 \$ <u>0</u>	<u>)</u>	□ \$ <u>0</u>	
Repayment of indebtedness		. 🗀 \$ <u>0</u>	)	□ \$ <u>0</u>	
Working capital		. 🔲 🕸	<u>)</u>	□ \$ <u>0</u>	
Other (specify): Investments in s	ecurities	. 🗌 💲	<u>)</u>	<b>∑</b> \$ <u>235,000</u>	
Column Totals		. 🔲 🕸	)	<b>⊠</b> \$235,000	
Total Payments Listed (column t	otals added)	•	<b>⋈</b> \$ <u>235,000</u>		
	D. FEDERAL SIGNATURE				
following signature constitutes an underta	be signed by the undersigned duly authorized person king by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursu	d Exchai	nge Commissioi	n, upon written	
Issuer (Print or Type)	Signature//	ate	-		
North & Webster Fund II, L.P.	And a Miles Ji	ıly/5,	2008		
Name of Signer (Print or Type)	Title of Signer (Print or Type)	•			
Samuel A. Kidston	Manager of the General Partner				
Samuel A. Kidston					
Intentional misetatemente or omice	ATTENTION	/Sac 46	116 € 4004 \		
intentional misstatements of omiss	ions of fact constitute federal criminal violations.	(See 1)	0.5.C. 1001.)		

E. STATE SIGNATURE		
1.Is any party described in 17 CFR 230.262 presently subject to any disqualification provisions of such rule?	Yes □	No ⊠

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on m D (17 CFR 239.500) at such times as required by state law
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the uer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform ited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this emption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

andereigned daily admented person.		
Issuer (Print or Type)	Signature	Date
North & Webster Fund II, L.P.	Salla Mile	July / 5, 2008
Name (Print or Type)	Title (Print or Type)	
Samuel A. Kidston	Manager of the General Partner	
	1	

#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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# APPENDIX

F									
1	Intend to r accre investors	to sell non- edited s in State	3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and amount purchased in State  (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	,	,		Number of		Number of Non-			
State	Yes	No		Accredited Investors	Amount	Accredited Investors	Amount	Yes	No
AL			[ + [ ]	1111	\$'_!_ _	1111	\$ <u>           </u>		
AK			1111	1111	\$ <u>                                      </u>	111	\$ <u>                                      </u>		
AZ				1111	\$ <u>                                      </u>	1 1 1 1	\$ <u>     </u>		
AR			[1][[	1111	\$ <u>1        </u>	1   (   )	\$ <u>  [         </u>		
CA			[]1[]	1 111	\$! [	1111	\$ <u>             </u>		
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DC			1 111	11111	\$ <u>' :+.</u>	1 1 1 1 1	\$ <u>    </u>		
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iN			11111	c. 111	\$ <u>* !                                   </u>	11111	\$ <u>    </u>		
IA			11111	11 :1	\$!!	11111	\$ <u>                                      </u>		
KS				11111	\$ <u>L * [ L   </u>	'1111	S <u>1                                      </u>		
KY			11111	1111	\$11	111;11	\$ <u>!                                    </u>		
LA			ı   † [	1111	\$ <u>  ;   ;  </u>	1111	\$ <u>           </u>		
ME			1 1 1	1111;	\$ :1	1111	\$ <u>     </u>		
MD			1111	1111	\$ <u>'</u>	'	\$ <u>                                      </u>		
МА		X	Limited partnership interests \$200,000	3	\$200,000	, 0	\$ <u>0</u>		×
МІ				: 4   1 4 .	\$ <u>      '</u>		\$		
MN			1 1	HITH.	\$ <u> </u>	1111	\$ <u>!        </u>		
MS			1   1	11111	\$ <u>1_;_1</u>	, . [ [ ] ]	S <u>    1      </u>		
МО			1111	11:11	\$ <u>                                      </u>	11111	\$ <u>    </u>		

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# APPENDIX

1		2	3		4				5 Disqualification	
	to r accre investor	I to sell non- edited s in State 3-Item1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			under State ULOE (if yes; attach explanation of waiver granted) (Part E-Item 1)		
				Number of Accredited		Number of Non- Accredited			İ	
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
MT	$\perp \Box$		1/1/1	11:[]	\$ <u>     </u>	1111	\$ <u>                                      </u>			
NE			11111	' 111	\$ <u>     </u>	] + ]   (	\$ <u>!!!!</u>			
NV			11111		S <u>IIII</u>	[1]]	\$1   1   1			
NH			1111	1111	S <u>I 1 / I !</u>	11(1)	\$ <u>                                      </u>			
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NM			1111	1111	S <u>         </u>	1 [ [ ] ]	\$ <u>                                      </u>			
NY		×	Limited partnership interests \$50,000	1	\$ <u>50,000</u>	0	\$ <u>0</u>		☒	
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ND			• [ ] [ [ ]	1 1 1	S <u> </u>		\$ <u>                                      </u>			
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OR			l I f i k	1111	S <u>I I I I</u>	11111	\$11111			
PA			11111		S <u>                                      </u>	[ [ [ ]	\$ <u>           </u>			
RI			1111	1111	SILLI	1111	\$ <u>                                      </u>			
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SD			11.11		S <u></u>	1111	\$ <u>i        </u>			
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TX			1111	. [ ] ] [	\$ <u>:   !                                  </u>	, ,	\$ <u>           </u>			
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VT			1111.	1111	\$ <u>                                     </u>	1 111	\$ <u>           </u>			
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Other			1 - ' 1 '	[ ] [ ]	<u> </u>	!	. S <u>. I. I. I. I.</u>			

